



ISL CONSULTING LIMITED

CIN No. : L67120GJ1993PLC086576

Regd. Office : 501, 5th Floor, Abhijeet - II, Above Standard Chartered Bank, Nr. Mithakhali Six Road,
Ahmedabad-380009. Ph. 079-40030351, 079-40030352 Fax : 079-30077352
E-mail : innogroup@gmail.com , Website : www.islconsulting.in

May 27, 2022

To,
The Corporate Relationship Department,
BSE Limited
P J Towers, Dalal Street,
Mumbai-400001,
Maharashtra, India.
Scrip Code: 511609

Dear Sir / Madam,

Subject: Annual Secretarial Compliance Report for the financial year ended on March 31, 2022

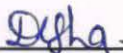
Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant SEBI Circular(s), we are enclosing herewith the Annual Secretarial Compliance Report dated May 27, 2022 issued by M/s. Keyur J. Shah & Associates, Practicing Company Secretary, Ahmedabad for the financial year ended on March 31, 2022.

You are requested to take the same on your record.

Thanking You,

Yours Faithfully,

For, ISL Consulting Limited



Disha Shah
Company Secretary & Compliance Officer



Encl: As Above



Date: 27th May, 2022

To,
ISL Consulting Limited
501, 5th Floor, Abhijeet-II,
Above Standard Chartered Bank,
Nr. Mithakhali Six Road,
Ahmedabad, Gujarat-380009, India

Dear Sir/Ma'am,

Subject: Annual Secretarial Compliance Report for the Financial Year 2021-22

We, **Keyur J. Shah & Associates, Company Secretaries** have been engaged by **ISL Consulting Limited, CIN: L67120GJ1993PLC086576**, whose equity shares are listed on BSE Limited [Security Code: 511609] to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances applicable to the listed entity with provisions of all SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. We have conducted our Audit remotely, based on the records and information made available to us through electronic platform by the Company, due to COVID - 19 pandemic and restrictions/ work from home policy of the Company in place, for the purpose of issuing this report.

Annual Secretarial Compliance Report under Regulation 24A of SEBI (LODR) Regulations, 2015 is enclosed.

For, Keyur J. Shah and Associates
Company Secretaries

Keyur J. Shah

FCS No.: 9559

CP No.: 8814

Peer Review UIN: S2010GJ12680

UDIN: F009559D000407352





ANNUAL SECRETARIAL COMPLIANCE REPORT OF ISL CONSULTING LIMITED

For the Financial Year ended on 31st March, 2022

[Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015]

To,
ISL Consulting Limited
501, 05th Floor, Abhijeet-II,
Above Standard Chartered Bank,
Near Mithakhali Six Road-380009,
Ahmedabad, Gujarat, India

We, **Keyur J. Shah & Associates, Company Secretaries** have examined:

- all the documents and records made available to us and explanation provided by **ISL CONSULTING LIMITED** having CIN: **L67120GJ1993PLC086576** ("the Listed Entity/ Company");
- the filings/ submissions made by the listed entity to the stock exchanges;
- website of the listed entity i.e., <http://www.islconsulting.in>;
- any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of;

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the applicable Regulations, circulars, guidelines issued thereunder; and
- The Securities Contract (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: ***Not Applicable as no securities were issued by the listed entity for the relevant period;***
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: ***Not Applicable as no securities were bought back by the Listed entity during the reporting period;***
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: ***Not Applicable as no securities were issued to the employees under Employee Stock Option Scheme or Employee Stock Purchase Scheme by the listed entity during the reporting period;***
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: ***Not Applicable as no Debt securities were issued by the listed entity during the reporting period;***
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013: ***Not Applicable as no Non-Convertible and Redeemable Preference Shares were issued by the listed entity during the reporting period;***
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (i) Other regulations as applicable and circulars/ guidelines issued there under.



Based on the above examination, we hereby report that, during the Review Period (i.e., 01st April, 2021 to 31st March, 2022):

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:

Sr. No.	Regulation Name /SEBI Circular number	Regulation Number/ circular dated	Compliance requirement (regulations /circulars/ guidelines including specific clauses)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 And SEBI circular No. CIR/CFD/FA C/62/2016 dated 5 th July, 2016	Sub regulation 4 of regulation 33 states the applicable formats of the financial results and Statement on Impact of Audit Qualifications for audit report with modified opinion shall be in the manner as specified by the Board.	<i>The listed entity, surrendered its Multi Commodity Exchange (MCX) membership and acknowledgement for the same was received from the Board on 02nd August, 2021, following which the criteria for registration as Non-banking Financial Company (NBFC) as prescribed under the provisions of Section 45-IA of Reserve Bank of India Act, 1934 is applicable to the listed entity.</i> <i>The listed entity being engaged in dealing with securities and other financial activities is in process of making an application before the Reserve Bank of India for registration as NBFC under the category of Investment and Credit Company (ICC).</i>	<i>The listed entity was submitting its financial statements as per the format prescribed for Companies engaged in NBFC activities earlier before surrender of its MCX membership. Though, the listed entity is covered under the criteria of Non-Banking Financial Company (NBFC) in the Investment and Credit Company (ICC) category, after surrender of its MCX membership w.e.f. 02nd August, 2021, the listed entity has submitted its Financial Statements and related disclosures as per the formats prescribed under Regulation 33 for listed entities other than entities engaged in NBFC activities.</i>

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.

(c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	of	Details of action taken (e.g., fines, warning letter, debarment, etc.)	Observations/ remarks of the Practicing Company Secretary, if any.
Not Applicable					

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

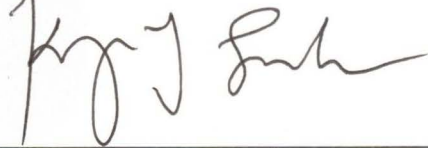
Sr. No.	Regulation Name/ SEBI Circular number*	Observations of the PCS in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015		<i>Rajuben K Kothari & PACs, Promoter disposed and acquired 24,000 equity shares during 05th May, 2020 to 26th May, 2020 and 28th May, 2020 respectively during the closure of trading window from 01st April, 2020 to 01st July, 2020 for the approval of Audited Financial Statements as on 31st March, 2020.</i>	The listed entity has duly intimated to the stock exchange for the said violation related to the code of conduct prescribed under SEBI (Prohibition of Insider Trading) Regulations, 2015.	-



2.	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015		<p><i>Jayantilal Karsanlal Kothari, Director and promoter of the Company disposed and acquired 2,500 equity shares during 23rd October, 2020 to 26th October, 2020 and 26th October, 2020 respectively during the closure of trading window from 01st October, 2020 to 13th November, 2020 for the approval of unaudited financial statements as on September, 2020.</i></p>	<p>The listed entity has duly intimated to the stock exchange for the said violation related to the code of conduct prescribed under SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	-
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Place: Ahmedabad
 Date: 27th May, 2022

For, Keyur J. Shah and Associates
 Company Secretaries

Keyur J. Shah
 FCS.No.: 9559
 CP No.: 8814
 Peer Review UIN: S2010GJ12680
 UDIN: F009559D000407352

Note: We have conducted online verification & examination of records and information made available to us through electronic platform by the Company, due to COVID - 19 pandemic and restrictions/ work from home policy of the Company in place thereof for the purpose of issuing this report.